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Deson Development International Holdings Limited

迪臣發展國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 262)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Deson Development International Holdings Limited (the “Company”) will be held at 11th Floor, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong, on 12 August 2010 at 11:15 a.m. for the purpose of considering and, if thought fit, passing (with or without modification) the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (A) the sale and purchase agreement dated 7 April 2010 (the “Lead Joy Agreement”) entered into between (i) Interpath Profits Limited as vendor; and (ii) Bond Light Limited as purchaser, in relation to the disposal of the entire issued share capital of Lead Joy Investments Limited and the rights to a shareholder’s loan due to Interpath Profits Limited from Lead Joy Investments Limited (a copy of the Lead Joy Agreement has been produced to the meeting marked “A” and initialed by the Chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (B) the directors of the Company (the “Directors”) be and are hereby authorised to do all such acts and things, sign and execute all such further documents and take such steps as the Directors may in their absolute discretion consider necessary, appropriate, desirable or expedient to implement and/or give effect to or in connection with the Lead Joy Agreement and the transactions contemplated thereunder.”

2. **“THAT:**

- (A) the sale and purchase agreement dated 7 April 2010 (the “Measure Up Agreement”) entered into between (i) Interpath Profits Limited as vendor; and (ii) Big Meg Limited as purchaser, in relation to the disposal of the entire issued share capital of Measure Up Profits Limited and the assumption by Big Meg Limited of the liabilities under the indebtedness due to Measure Up Profits Limited from Interpath Profits Limited (a copy of the Measure Up Agreement has

been produced to the meeting marked “B” and initialed by the Chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

(B) the directors of the Company (the “Directors”) be and are hereby authorised to do all such acts and things, sign and execute all such further documents and take such steps as the Directors may in their absolute discretion consider necessary, appropriate, desirable or expedient to implement and/or give effect to or in connection with the Measure Up Agreement and the transactions contemplated thereunder.”

By Order of the Board of
**Deson Development International
Holdings Limited**
Tjia Boen Sien
Managing Director and Deputy Chairman

Hong Kong, 23 July 2010

Notes:

1. A shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is appointed. A proxy need not be a shareholder of the Company.
2. In order to be valid, the proxy form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting thereof.
3. Completion and return of the proxy form shall not preclude a shareholder from attending and voting in person at the meeting or any adjournment thereof if he or she so desires and, in such event, the instrument appointing a proxy shall be deemed to have been revoked.
4. Where there are joint holders of any share, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he/she were solely entitled to vote; but if more than one of such joint holders be present at the meeting in person or by proxy, then the one of such holders whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
5. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll.

As at the date of this announcement, the executive directors of the Company are Mr. Wang Ke Duan, Mr. Tjia Boen Sien, Mr. Wang Jing Ning and Mr. Keung Kwok Cheung the independent non-executive directors of the Company are Dr. Ho Chung Tai, Raymond, Mr. Siu Man Po and Mr. Wong Shing Kay, Oliver.

* *For identification only*